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SUNTRUST BANKS INC

Reported by

SHUFELDT R CHARLES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/11/04 for the Period Ending 02/10/04

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
CIK	0000750556
Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SHUFELDT R CHARLES (Last) (First) (Middle)	**SUNTRUST BANKS INC [STI]**	_____ Director _____ 10% Owner
303 PEACHTREE ST. (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/10/2004**	__ **X** __ Officer (give title below) _____ Other (specify below) **Executive Vice President**
ATLANTA, GA 30308 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								**8925**	**D**	
Common Stock								**7787**	**I**	**Spouse**
Common Stock								**3052.755**	**I**	**401(k)** (1)
Common Stock								**29810**	**I**	**Restricted Stock** (2)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units (3)	(3)							(3)	(3)	**Common Stock**	**731.2103**		**731.2103**	**D**	
Phantom Stock Units (4)	(4)							(4)	(4)	**Common Stock**	**19200**		**19200**	**D**	
Option (5)	**$30.2500**							**8/8/1997**	**8/8/2005**	**Common Stock**	**3300**		**3300**	**D**	
Option (5)	**$30.2500**							**8/8/1998**	**8/8/2005**	**Common Stock**	**3300**		**3300**	**D**	
Option (5)	**$30.2500**							**8/8/1999**	**8/8/2005**	**Common Stock**	**3300**		**3300**	**D**	
Option (5)	**$73.0625**							**11/9/2002**	**11/9/2009**	**Common Stock**	**5000**		**5000**	**D**	
Option (6)	**$51.125**							**11/14/2003**	**11/14/2010**	**Common Stock**	**9350**		**9350**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (6)	**$64.57**							**11/13/2004**	**11/13/2011**	**Common Stock**	**10000**		**10000**	**D**	
Option (6)	**$61.54**							**2/1/2005**	**2/1/2012**	**Common Stock**	**7000**		**7000**	**D**	
Option (6)	**$54.28**							**2/11/2006**	**2/11/2013**	**Common Stock**	**12000**		**12000**	**D**	
Option (6)	**$73.19**	**2/10/2004**		**A**		**18000**		**2/10/2007**	**2/10/2014**	**Common Stock**	**18000**	**$73.19**	**18000**	**D**	

Explanation of Responses:

(1) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.

(2) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.

(3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.

(4) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.

(5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.

(6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHUFELDT R CHARLES 303 PEACHTREE ST. ATLANTA, GA 30308			**Executive Vice President**	

Signatures

Margaret Hodgson, Attorney-in-Fact for R. Charles Shufeldt — **2/11/2004**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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